

9/11/2020

Division of Corporations

Florida Department of State
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MERGER OR SHARE EXCHANGE

Swiss Caps USA, Inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$113.75

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September 15, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SWISS CAPS USA, INC.
14193 SW 119TH AVE
MIAMI, FL 33186US

SUBJECT: SWISS CAPS USA, INC.
REF: P94000082197

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

SECTION 4TH OF THE ARTICLES OF MERGER STATES THIS ENTITY EXISTS BEFORE THE MERGER AND IS A DOMESTIC FILING ENTITY, AND ITS ARTICLES OF INCORPORATION ARE BEING AMENDED AS ATTACHED. THIS STATEMENT MEANS THAT THE AMENDMENT IS BEING ATTACHED TO THE MERGER AND IT WILL BE ONE DOCUMENT. IF YOU WISH TO FILE THE AMENDMENT AS AN ATTACHMENT TO THE MERGER YOU WILL NEED TO ATTACH IT. IF YOU WANT IT FILED SEPARATELY, CHECK THE FIRST BOX ON THE 4TH SECTION OF THE DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II Supervisor

FAX Aud. #: H20000316318
Letter Number: 120A00017563

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Swiss Caps USA, Inc.</u>	<u>FL</u>	<u>Corporation</u>	<u>P94000082197</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Swiss Caps USA, Inc.</u>	<u>FL</u>	<u>Corporation</u>	<u>P94000082197</u>
<u>Swiss Caps Holdings, Inc.</u>	<u>FL</u>	<u>Corporation</u>	<u>P94000082202</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☒ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

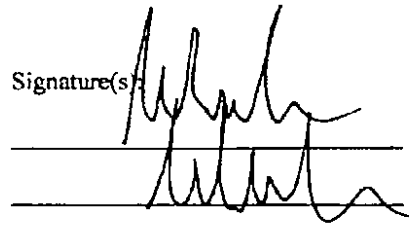
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Swiss Caps Holdings, Inc.

Swiss Caps USA, Inc.

Signature(s)



Typed or Printed
Name of Individual:

Ralf Schuler

Ralf Schuler

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
SWISS CAPS USA, INC.**

Pursuant to the provisions of Sections 607.1105 and 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Articles of Incorporation of Swiss Caps USA, Inc. (the "**Corporation**"), were filed on November 9, 1994 and assigned document number P94000082197.

SECOND: The following amendment to the Articles of Incorporation was approved by the board of directors and shareholder approval was not required.

THIRD: The Articles of Incorporation of the Corporation are hereby amended by striking out **ARTICLE I** in its entirety and substituting the following new Article as follows :

ARTICLE I
Name

The name of this corporation is Acnova North America, Inc. (the "**Corporation**").

FIFTH: Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

SIXTH: The effective date of this amendment shall be upon the filing of these Articles of Amendment.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation as of the 1st day of September 2020.

By: 

Name: Ralf Schuler

Title: Director